

EXHIBIT D

JAMES H.M. SPRAYREGEN
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

IN RE:)
CAESARS ENTERTAINMENT OPERATING)Chapter 11
COMPANY, et al.,)No. 15-01145
Debtors,)

DEPOSITION OF JAMES H.M. SPRAYREGEN
Chicago, Illinois
April 10, 2015

JOB NO. 92377

REPORTED BY: Tina Alfaro, RPR, CRR, RMR, CLR

JAMES H.M. SPRAYREGEN

April 10, 2015

10:21 a.m.

The videotaped deposition of JAMES H.M. SPRAYREGEN, held at the offices of Kirkland & Ellis, 300 North LaSalle, Chicago, Illinois, pursuant to agreement before Tina M. Alfaro, a Registered Professional Reporter of the State of Illinois.

JAMES H.M. SPRAYREGEN

A P P E A R A N C E S:

KIRKLAND & ELLIS

BY: DAVID ZOTT, ESQ.

RYAN DAHL, ESQ.

300 North LaSalle

Chicago, Illinois 60654

On behalf of Caesars Entertainment

Operating Company;

JONES DAY

BY: SIDNEY LEVINSON, ESQ.

555 South Flower Street

Los Angeles, California 90071

On behalf of the Noteholders

Committee;

JAMES H.M. SPRAYREGEN

APPEARANCES: (Cont'd)

JONES DAY

BY: SARAH HUNGER, ESQ.

51 Louisiana Avenue, NW

Washington, DC 20001

On behalf of the Noteholders

Committee;

PROSKAUER ROSE

BY: PHILIP ABELSON, ESQ.

Eleven Times Square

New York, New York 10036

On behalf of the Unsecured Creditors.

WHITE & CASE

BY: JASON ZAKIA, ESQ.

Southeast Financial Center

200 South Biscayne Boulevard

Miami, Florida 33131

On behalf of Wilmington Trust.

JAMES H.M. SPRAYREGEN

I N D E X

EXAMINATION

WITNESS

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By Mr. Levinson

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Spreadsheet regarding fees

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Engagement letter

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E-mail

1 JAMES H.M. SPRAYREGEN

2 THE VIDEOGRAPHER: This is the start of media
3 labeled No. 1 of the video deposition of James
4 Sprayregen. This deposition is being taken In Re
5 Caesars Entertainment Operating Company,
6 Incorporated, et al. This deposition's being held
7 at 300 North LaSalle Street in Chicago, Illinois on
8 April 10, 2015 at approximately 10:21 a.m.

9 My name is Eric Campbell representing
10 TSG Reporting, Incorporated, and I'm the legal video
11 specialist. The court reporter is Tina Alfaro, also
12 in association with TSG Reporting.

13 Will counsel please state their names for
14 the record.

15 MR. LEVINSON: My name is Sid Levinson, I'm
16 with Jones Day, and I represent the noteholder
17 committee.

18 MS. HUNGER: Sarah Hunger with Jones Day and I
19 also represent the noteholder committee.

20 MR. ZAKIA: Jason Zakia with White & Case for
21 Wilmington Trust.

22 MR. ABELSON: Philip Abelson, Proskauer Rose on
23 behalf of the unsecured claims holders.

24 MR. DAHL: Ryan Preston Dahl, Kirkland, for the
25 debtors.

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2 MR. ZOTT: David Zott, Kirkland, for the
3 debtors.

4 THE VIDEOGRAPHER: Thank you, Counsel.

5 Will the court reporter now please swear in
6 the witness.

7 (Witness sworn.)

8 WHEREUPON:

9 JAMES H.M. SPRAYREGEN,
10 called as a witness herein, having been first duly
11 sworn, was examined and testified as follows:

12 EXAMINATION

13 BY MR. LEVINSON:

14 Q. Good morning, Mr. Sprayregen. Could you
15 state your full name for the record, please.

16 A. James Howard Mandel Sprayregen.

17 Q. And where do you reside?

18 A. Glencoe, Illinois.

19 Q. And what is your position at Kirkland &
20 Ellis?

21 A. I'm a partner.

22 Q. Do you have any management role at
23 Kirkland & Ellis?

24 A. Yes.

25 Q. And what is that?

1 JAMES H.M. SPRAYREGEN

2 Q. And that you had referred me to other
3 Kirkland & Ellis lawyers to --

4 A. Correct.

5 Q. Yes. So...

6 Are you familiar with a lawsuit that was
7 filed in New York state court in early August 2014
8 by CEOC and CEC against certain holders of second
9 priority notes?

10 A. I'm aware of it, yes.

11 Q. And you're aware -- are you aware that that
12 complaint was amended in mid-September to include
13 another defendant, Wilmington Savings Fund Society?

14 A. No.

15 Q. Was -- were you or anybody else at
16 Kirkland & Ellis consulted by CEOC with respect to
17 the filing of that lawsuit in New York state court?

18 A. Don't know.

19 Q. Who -- who at Kirkland & Ellis would know
20 the answer to that question?

21 A. Other Kirkland lawyers.

22 Q. Any in particular that you can think of?

23 A. Ones on the Caesars team.

24 Q. Do you recall seeing a copy of the
25 complaint that was filed in that lawsuit at any

JAMES H.M. SPRAYREGEN

time?

A. No.

Q. And do you know whether or not anybody at Kirkland & Ellis would have reviewed a draft of that complaint in advance of its filing?

A. CEOC was represented by -- not by Kirkland & Ellis in that lawsuit.

Q. No, I understand, but my question is whether or not anyone -- whether you're aware as to whether anyone at Kirkland & Ellis was or would have been provided with a draft of that complaint prior to its filing?

A. Don't know.

Q. Is it possible that the description of legal services that would have been attached to the invoice numbers, Exhibits 13 through 18, might reflect if there had been such a review of drafts of those complaints?

MR. ZOTT: Object to form.

BY THE WITNESS:

A. Anything's possible.

Q. Anything's possible.

Were you -- were you made aware at the time that the lawsuit was filed in New York state court

1 JAMES H.M. SPRAYREGEN

2 that CEOC was seeking declaratory relief that
3 neither it nor CEC had breached their fiduciary
4 duties or engaged in fraudulent transfers?

5 A. Can you repeat the question?

6 MR. LEVINSON: Can you read that back.

7 (Record read as requested.)

8 BY THE WITNESS:

9 A. I believe I read a summary of the lawsuit
10 in Reorg Research.

11 Q. And do you recall whether or not that
12 summary included a reference to the declaratory
13 relief sought by CEOC and CEC that Plaintiffs had
14 not breached their fiduciary duties or engaged in
15 fraudulent transfers?

16 A. I have a vague recollection to that effect.

17 Q. Okay. And do you recall whether you had
18 any discussions with anybody at CEOC after reading
19 in Reorganization Review -- is that what you said
20 you had read?

21 A. Reorg Research.

22 Q. Reorg Research?

23 After reading in Reorg Research that
24 information, did you pick up the phone and call
25 anybody at CEOC to inquire about the relief sought

JAMES H.M. SPRAYREGEN

STATE OF ILLINOIS)

) SS:

COUNTY OF C O O K)

I, TINA M. ALFARO, Certified Shorthand
Reporter No. 084-004220, Certified Realtime
Reporter, and Notary Public in and for the State of
Illinois, do hereby certify:

That JAMES H.M. SPRAYREGEN, whose
deposition is hereinbefore set forth, was duly sworn
by me and that said deposition is a true record of
the testimony given by such witness.

I further certify that I am not counsel for
nor in any way related to any of the parties to this
suit, nor am I in any way interested in the outcome
thereof.

In witness, whereof, I have hereunto set my
hand this 13th day of April, 2015.

Tina M. Alfaro, CSR, CRR